

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

ARLIN M. ADAMS, Chapter 11 Trustee of the
Post-Confirmation Bankruptcy Estates of
CORAM HEALTHCARE CORPORATION
and CORAM, INC.,

Plaintiff,

v.

DANIEL D. CROWLEY; DONALD J.
AMARAL; WILLIAM J. CASEY; L. PETER
SMITH; AND SANDRA L. SMOLEY,

Defendants.

Case No. 04-1565-SLR

STIPULATION AND ORDER STAYING CASE

Plaintiff Arlin M. Adams and Defendants Daniel D. Crowley (“Crowley”) and Donald J. Amaral, William J. Casey, L. Peter Smith and Sandra L. Smoley, (collectively “the Outside Directors”), hereby stipulate and jointly move for a stay of further proceedings in this matter pending mediation scheduled for December 5 and 6, 2005 before an agreed-upon mediator.

WHEREAS, the mediation scheduled will include mediation of *Genesis Ins. Co. v. Crowley, Amaral, Casey, Smith & Smoley*, No. 05-WM-335 (D. Colo.), an action brought by the directors’ primary insurance carrier seeking a declaration that it is not obligated to indemnify or provide a defense to the defendants in the captioned action;

WHEREAS, discovery has not yet begun and two motions are outstanding in this matter, including the motion for summary judgment filed by Crowley and the motion to dismiss filed by the Outside Directors;

WHEREAS, the parties are hopeful that mediation will result in the settlement of both cases;

WHEREAS, the parties stipulate and agree that this litigation will proceed most efficiently if this litigation is stayed on the terms set forth below until 10 days after the conclusion of the mediation,

NOW, THEREFORE, the parties respectfully request that this Court enter the following Order:

1. This action shall be and hereby is stayed in order to allow the parties the opportunity to pursue mediation.
2. The parties will report to the Court following the mediation.
3. If the mediation does not result in a settlement, the stay shall expire without any further action by the parties or the Court on the 10th day after the conclusion of the mediation.

4. Crowley reserves all rights to and the parties agree that the stay will not prevent Crowley from filing a motion to clarify the Court's May 25, 2005 Memorandum Opinion and Order denying the motion to transfer venue.

/s/ Glenn C. Mandalas

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Dated: August 10, 2005

SO ORDERED:

Dated: August ____, 2005

United States District Judge